

EXHIBIT A

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CORNET, et al.,)
)
 Plaintiffs,) C.A. No. 23-441-TMH
)
v.)
)
TWITTER, INC.,)
)
 Defendant.)

Thursday, January 16, 2025
12:06 p.m.
Courtroom 6B

844 King Street
Wilmington, Delaware

BEFORE: THE HONORABLE TODD M. HUGHES
United States District Court Judge

APPEARANCES:

KATE BUTLER LAW, LLC
BY: KATHERINE BUTLER, ESQ.

-and-

LICHTEN & LISS-RIORDAN, P.C.
BY: SHANNON LISS-RIORDAN, ESQ.
BY: BRADLEY MANEWITH, ESQ.

Counsel for the Plaintiff

1 APPEARANCES CONTINUED:

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MORGAN, LEWIS & BOCKIUS, LLP

BY: JODY BARILLARE, ESQ.

BY: T. CULLEN WALLACE, ESQ.

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Counsel for the Defendant

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12:06:38 9

COURT CLERK: All rise. Court is now in

12:06:44 10

session. The Honorable Todd M. Hughes presiding.

12:06:49 11

THE COURT: Good morning, everybody. Please be

12:06:51 12

seated.

12:07:05 13

Okay. Welcome, everybody. I tend to do these

12:07:15 14

things like I do my appellate arguments just because that's

12:07:18 15

the way I do things. So I won't put strict time limits on

12:07:23 16

you, but I plan for about 15 to 20 minutes per side. If you

12:07:29 17

need longer, feel like we have to go over, I've read the

12:07:34 18

papers, I'm pretty familiar with what's going on, but we'll

12:07:39 19

get through it and I'll let you know when I don't need to

12:07:42 20

hear from you anymore.

12:07:44 21

Let's start with the movant.

12:07:51 22

MR. BARILLARE: Good morning, Your Honor. Jody

12:07:55 23

Barillare from Morgan Lewis on behalf defendant Twitter.

12:07:59 24

I'm today by my colleague, Cullen Wallace also from Morgan

12:08:01 25

Lewis. And with Your Honor's permission, Mr. Wallace will

12:22:36 1 MR. WALLACE: Yes, sir.

12:22:37 2 THE COURT: So why don't we hear from them now
12:22:42 3 and have some time for rebuttal.

12:22:46 4 MS. LISS-RIORDAN: Good morning, Your Honor.
12:22:50 5 Shannon Liss-Riordan for plaintiffs.

12:22:51 6 So just by way of a little bit of background,
12:22:54 7 which you may or may not know. I don't know if this all
12:22:58 8 went into your pleadings before you. Our law firm is
12:23:01 9 currently representing about 2,000 Twitter employees
12:23:04 10 individually in arbitration on these exact same claims.
12:23:07 11 And, in fact, the complaint here in the Cornet case is an
12:23:11 12 exhibit to the 2,000 arbitration demands we've filed. So
12:23:15 13 it's the exact same claims. We have, to date --

12:23:18 14 THE COURT: Are you representing plaintiffs in
12:23:22 15 any other district, actions in other districts I should know
12:23:26 16 about?

12:23:27 17 MS. LISS-RIORDAN: We're representing plaintiffs
12:23:28 18 in more than a dozen class actions around the country, most
12:23:32 19 in California.

12:23:33 20 THE COURT: Okay.

12:23:34 21 MS. LISS-RIORDAN: Including some cases in
12:23:35 22 California that raise the same claims as this case.

12:23:42 23 THE COURT: Okay. And they're the same kind of
12:23:44 24 class allegations?

12:23:45 25 MS. LISS-RIORDAN: Yes.

12:35:24 1 before the acquisition in 2022.

12:35:26 2 THE COURT: So you don't think the precedent
12:35:29 3 requires you to show that they actually turned down offers
12:35:32 4 from other employment?

12:35:33 5 MS. LISS-RIORDAN: No. As again, I know you
12:35:35 6 don't care about arbitrators, but some factfinders have
12:35:39 7 already found --

12:35:40 8 THE COURT: I didn't say I didn't care about
12:35:42 9 them, I just understand that they have less weight with me
12:35:46 10 than decisions from other district courts and other even
12:35:50 11 state courts on these issues.

12:35:52 12 MS. LISS-RIORDAN: Fully understood on the legal
12:35:54 13 issues. My point is that they have seen full evidentiary
12:35:57 14 records and witnesses and testimony and exhibits, so they
12:36:00 15 have not looked at these matters on a motion to dismiss,
12:36:03 16 they've actually seen the evidence.

12:36:05 17 THE COURT: Sure. But you understand we're on a
12:36:07 18 motion to dismiss, so I'm not going to use those arbitrator
12:36:11 19 decisions to fill out a factual record that's not in the
12:36:14 20 complaint.

12:36:15 21 MS. LISS-RIORDAN: Understood. All I'm saying
12:36:17 22 is that based on the same complaint we filed in this case,
12:36:20 23 because when we stated the claims in those arbitrations, we
12:36:25 24 attached the complaint in this case as our factual
12:36:27 25 allegations and then discovery and ultimate hearings on the

12:36:32 1 merits led to rulings in our favor. So all I'm saying is
12:36:36 2 that additionally bolsters that these are valid claims that
12:36:39 3 should go forward to discovery and building of an
12:36:43 4 evidentiary record and further pursued in this court.

12:36:46 5 THE COURT: I'm going to ask you the same
12:36:48 6 question I asked to Twitter. Are you aware -- and I know
12:36:51 7 we're still looking at the complaints, but are you aware of
12:36:54 8 any kind of factual distinction in these plaintiffs'
12:36:58 9 employment relationship with Twitter that would factually
12:37:02 10 distinguish them if we get to discovery and things like that
12:37:05 11 from the Arnold plaintiffs?

12:37:06 12 MS. LISS-RIORDAN: No. It's the same factual --
12:37:09 13 it's the same factual underpinning, just different ways that
12:37:14 14 the claims have been stated and argued.

12:37:16 15 THE COURT: Okay.

12:37:17 16 MS. LISS-RIORDAN: And again, the Arnold
12:37:18 17 plaintiffs argued essentially we win on the face of the
12:37:22 18 complaint and the merger agreement itself. And we're not
12:37:25 19 saying that, we're just saying Twitter can't get judgment
12:37:29 20 now based on our allegations which state a claim and because
12:37:32 21 there are clear ambiguities and contradictions. The case
12:37:36 22 law says that extrinsic evidence needs to be looked at when
12:37:42 23 there are such contradictions, so we're just simply asking
12:37:46 24 for the motion to be denied and allow us to go forward to
12:37:49 25 present the evidentiary record.

12:39:42 1 MR. WALLACE: Your Honor, briefly?

12:39:43 2 THE COURT: Yeah.

12:39:44 3 MR. WALLACE: Just on the arbitration issue.

12:39:48 4 And I appreciate that Your Honor understands that there's a
12:39:52 5 bunch of stuff being talked about and it's within the four
12:39:55 6 corners of the document that controls and I just want to
12:39:56 7 emphasize that and that's what we cabined our arguments
12:39:59 8 around, that, irrespective of what's happened over two years
12:40:00 9 since everything was filed.

12:40:01 10 But as to plaintiffs' counsel's continual
12:40:06 11 incessant filing of these arbitration decisions, one,
12:40:09 12 they're not helpful, as Your Honor noted, for purposes of
12:40:12 13 the 12(b)(6) motion. They're also improper because every
12:40:14 14 time they're being submitted, they're being submitted with
12:40:17 15 argument, which is in violation of the local rules.

12:40:19 16 THE COURT: Have you moved to strike?

12:40:21 17 MR. WALLACE: We filed a response. We'll file
12:40:24 18 more responses, but we'll --

12:40:26 19 THE COURT: I'll sort it out. Honestly, they
12:40:29 20 have very little weight with me in terms of what I'm going
12:40:32 21 to decide in this case. So I guess if you keep filing them,
12:40:37 22 you may force me to make a ruling on whether they're
12:40:40 23 permissible or not. I don't find them useful. So maybe you
12:40:44 24 should just stop filing them, but if you want to keep filing
12:40:48 25 them, then they can move to strike them and I'll make a

12:40:51 1 decision on that.

12:40:53 2 MR. WALLACE: I appreciate that, Your Honor.

12:40:54 3 And one point I want to raise also, to have it on the
12:40:57 4 record, is plaintiffs' counsel just mentioned one of the
12:41:00 5 claimant's name in arbitration. The arbitrations
12:41:04 6 are confidential. I think that was inappropriate. I'm
12:41:07 7 standing here to say I object, because I'm not waiving the
12:41:12 8 confidentiality of the arbitration proceedings. And that's
12:41:14 9 another we have, obviously, the serial filing of these on a
12:41:16 10 public docket.

12:41:17 11 THE COURT: Well, I think they're all being
12:41:20 12 filed under seal.

12:41:21 13 MR. WALLACE: Do date, yes, Your Honor, but as
12:41:25 14 you just heard, the seal is being lifted in open court.

12:41:27 15 THE COURT: Well, okay. There's probably --

12:41:31 16 MR. WALLACE: I understand. I'm just making the
12:41:34 17 record.

12:41:34 18 THE COURT: I don't need to deal with this back
12:41:38 19 and forth on these kind of --

12:41:39 20 MR. WALLACE. Understood, Your Honor.

12:41:42 21 THE COURT: What I want you to address is their
12:41:45 22 argument about the ambiguity of the merger agreement, about
12:41:48 23 those two clauses. And I know Judge Burke looked at it and
12:41:52 24 found it not ambiguous, but there is some -- I wouldn't say
12:42:01 25 weight, but there is something to the argument that if you